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**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

IN RE CADBURY PLC SHAREHOLDER
LITIGATION

THIS DOCUMENT RELATES TO:
ALL CASES

**DOCUMENT ELECTRONICALLY
FILED**

Civil Action No. 09-5006 (DMC) (MF)

**PROPOSED ORDER GRANTING
DEFENDANTS' MOTION TO DISMISS**

THIS MATTER having been brought by the individual defendants and nominal defendant Cadbury plc (collectively, "Defendants"), through their attorneys, Shearman & Sterling LLP and Lowenstein Sandler PC, on a motion to dismiss the Amended Verified Shareholder Class Action and Derivative Complaint, dated December 23, 2009, under *forum non conveniens* or, alternatively, *Fed. R. Civ. P. 12(b)(6)*; and the Court having considered the parties' respective briefs and the accompanying papers submitted in connection with the motion; and the Court having heard oral argument on the motion on January 21, 2010,

IT IS on this _____ day of January 2010, hereby:

ORDERED that Defendants' motion to dismiss the Amended Verified Shareholder Class Action and Derivative Complaint is hereby **GRANTED**, and the Amended Verified Shareholder Class Action and Derivative Complaint is hereby dismissed with prejudice.

Hon. Dennis M. Cavanaugh, U.S.D.J.